

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS

of

Macquarie European Infrastructure Public Limited Company

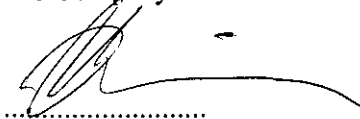
<sup>4 March</sup>  
Passed on ~~11~~ 2005

At an Extraordinary General Meeting of the Company duly convened and held at Level 30, City Point, 1 Ropemaker Street, London EC2Y 9HD on 4 March 2005 the following, resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered as a private company in accordance with the provisions of section 53 of the Companies Act 1985.
2. THAT the name of the Company be and it is changed to "Macquarie European Infrastructure Limited";
3. THAT the memorandum of association of the Company be and it is altered by:
  - 3.1 deleting clause 1 and inserting in substitution for it:

"1. The name of the company is Macquarie European Infrastructure Limited";
  - 3.2 deleting clause 2; and
  - 3.3 re-numbering the present clauses 3-6 as clauses 2-5 respectively.
4. THAT the regulations contained in the printed documents attached hereto and for the purposes of identification initialled by the chairman of the meeting be and they are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of the Company.



Chairman

